

DULLES TOWN CENTER

(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

PROFFER STATEMENT

*July 28, 2008
April 21, 2009
August 10, 2009
August 31, 2009
February 8, 2010
July 1, 2010*

Dulles Town Center
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

PROFFER STATEMENT

~ Table of Contents ~

	<i>Page</i>
PREAMBLE	1
I. CONCEPT DEVELOPMENT PLAN	3
A. Substantial Conformity	3
B. Residential Uses	3
C. Commercial Uses	4
D. Land Use Plan	5
E. Limitations and Requirements	8
II. TRANSPORTATION	10
A. Road Network	10
B. Pedestrian Network	11
C. Route 28 Commuter Parking Lot	12
D. Mass Transit Facility and Additional Commuter Parking	13
E. Multi-Modal Transportation	17
F. Bus Shelters.	17
G. Improvements to the Intersection of Route 7 and City Center Boulevard and Countryside Boulevard.....	18
H. Signalization.	19
III. CAPITAL FACILITIES CONTRIBUTIONS	20
IV. RECREATIONAL AMENITIES, CIVIC PARK SPACES AND TOWN GREEN	20
V. OPEN SPACE EASEMENT CONTRIBUTION	27
VI. EMERGENCY SERVICES	28
A. Owner's Contribution (Residential)	28
B. Owner's Contribution (Non-residential)	29
C. Emergency Vehicle Access.....	29
VII. OWNERS' ASSOCIATIONS	30
VIII. DESIGN GUIDELINES	30
IX. ENVIRONMENT	31
A. Tree Conservation and Tree Protection	31
B. Tree Conservation Plan	32
C. Wetland Mitigation	33
D. Stormwater Management	33
E. Sustainable Development.....	34
F. Noise Study	35
X. BINDING EFFECTS	36

E x h i b i t s

- Exhibit A:** Dulles Town Center Zoning Concept Plan Amendment, Zoning Map Amendment; Zoning Modifications and Special Exception Application Plan prepared by Dewberry dated January 17, 2007, last revised June 30, 2010.
- Exhibit B:** Zoning Ordinance and Facilities Standards Manual Modifications.
- Exhibit C:** Dulles Town Center Design Guidelines dated July, 2010.
- Exhibit D:** Route 7/City Center Boulevard Intersection Improvements.

DULLES TOWN CENTER
PROFFER STATEMENT
(ZMAP 2007-0001/ SPEX 2008-0047/SPEX 2008-0048)

July 28, 2008
April 21, 2009
August 10, 2009
August 31, 2009
February 8, 2010
July 1, 2010

PREAMBLE

Pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, as amended (the "Zoning Ordinance"), DTC Partners, LLC, Dulles Town Center Mall, LLC and National Rural Utilities Cooperative Finance Corporation (the "Owners"), owners of Loudoun County Tax Map 80((23)) B3 (MCPI 029-47-1839), Tax Map 80-102 (portion only) (MCPI 029-37-6224), Tax Map 80-97 (portion only) (MCPI 029-25-1669), Tax Map 80((23)) B1 (MCPI 029-35-5034), Tax Map 80((36)), Parcel 1 (MCPI 028-15-4517) Tax Map 80((36)), Parcel 2 (MCPI 041-40-8718) and Tax Map 80((36)), Parcel 3 (MCPI 029-45-5622), consisting of approximately 200.4 acres of real property (the "Property") which is the subject of rezoning application ZMAP 2007-0001, SPEX 2008-0047 and SPEX 2008-0048, hereby voluntarily proffer that development of the Property shall be in substantial conformity with the proffers as set forth below (the "Proffers") and with the Dulles Town Center, Zoning Map Amendment, Zoning Modifications and Special Exception Application plan prepared by Dewberry dated January 17, 2007 and last revised June 30,

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 2

2010 attached hereto as Exhibit A and incorporated herein by reference. All Proffers made herein are contingent upon the approval by the Board of Supervisors of Loudoun County (the "Board") of: (1) the changes to the zoning districts as defined in the Revised 1993 Zoning Ordinance as requested in ZMAP 2007-0001 for Land Bay TC-1 from Planned Development – Office Park ("PD-OP") to Planned Development - Town Center ("PD-TC"), for Land Bay TC-2 from PD-OP to PD-TC, for Land Bay CC-1 from Planned Development – Industrial Park ("PD-IP"), Planned Development – Commercial Highway ("PD-CH") and PD-OP to Planned Development Commercial Center – Community Center ("PD-CC-CC") for Land Bay OP-1 from PD-IP to PD-OP, for Land Bay OP-2 from PD-OP (1972 Zoning Ordinance) to PD-OP and for Land Bay OP-3 from PD-OP (1972 Zoning Ordinance) to PD-OP, consistent with the Revised 1993 Zoning Ordinance, including zoning ordinance modifications as such zoning modifications are set forth on Exhibit B attached hereto and incorporated herein by reference; and (2) the approval of uses in the PD-OP district as requested in SPEX 2008-0048 and approval of uses in the PD-CC-CC district as requested in SPEX 2008-0047.

The approved Proffer Statement for the Property, dated December 9, 1991, as revised by Letter of Clarification, dated December 16, 1991, and approved with ZMAP 1990-0014 (the "Existing Dulles Town Center Proffer Statement"), are hereby deleted in their entirety as they apply to the Property and are replaced by these Proffers. The proffers contained herein (the "Proffers") shall apply only to the Property and not any of the other property subject to the Existing Dulles Town Center Proffer Statement and not subject to this application.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 3

The Owners voluntarily proffer as follows:

I. CONCEPT DEVELOPMENT PLAN

A. Substantial Conformity. The Owners proffer that the Property shall be developed in substantial conformity with Sheets 1, Sheets 5 through 12, inclusive, Sheet 15 and Sheet 18 of the *Dulles Town Center, Zoning Map Amendment, Zoning Modifications, and Special Exception Application* plan set attached hereto as Exhibit A dated January 17, 2007, with revisions through January 19, 2010, prepared by Dewberry (collectively, the "Concept Development Plan").

B. Residential Uses.

Development of residential uses on the Property shall not exceed a maximum of 1,230 residential units, inclusive of any required Affordable Dwelling Units ("ADUs"), as further described on Sheet 11 of the Concept Development Plan, with related privately owned community facilities and amenities. Multi-family units proposed on Sheet 11 for Land Bays TC-1 or TC-2 may locate in either TC-1 or TC-2. At full build out a minimum of 200 multi-family units shall be developed in the area depicted on the Concept Development Plan as "Town Center Fringe" within Land Bay TC – 2, west of Hadley's Park, and at full build out a minimum of 100 multi-family units will be developed in the area depicted on the Concept Development Plans as "Town Center Core" in buildings in which 60% of the ground floor building frontage is designed

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 4

and constructed to accommodate non residential uses. A maximum of 450 multi-family units shall be developed in Land Bay TC-3.

The residential units will consist solely of multi-family units, as defined in Article 8 of the Zoning Ordinance. The Owners shall provide Affordable Dwelling Units (ADUs) as and to the extent required by Article 7 of the Zoning Ordinance in effect as of the date of approval of this application. All residential uses will include areas for the disposal of recyclable materials for use by residents, for such materials as are commonly accepted by the disposal company hired by the Owners to service the multi-family units. The Owners shall ensure that such company engages in recycling as well as waste disposal.

C. Commercial Uses.

Development of non-residential uses on the Property may include, within the respective zoning districts, up to 2,250,000 square feet of the uses permitted in the PD-OP Zoning District, up to 3,310,000 square feet of the non-residential uses permitted in the PD-TC Zoning District and up to 215,000 square feet of the non-residential uses permitted in the PD-CC-CC Zoning District, including any permissible special exception uses for which the approval of the requisite special exception is obtained concurrently with this application or in the future. Notwithstanding the foregoing, no more than 2,500,000 square feet of office development shall be permitted within the PD-TC zoned portions of the Property, no more than 460,000 square feet of retail uses shall be permitted in the PD-TC zoned portions of the Property and no more than

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 5

350,000 square feet of hotel uses shall be permitted in the PD-TC zoned portions of the Property. In the PD-OP zoned portions of the Property, the Owner reserves the right, as permitted in Section 4-303(F) of the Zoning Ordinance, to develop up to 20% of the office square footage with the accessory uses as defined in Section 4-303(F) of the Zoning Ordinance. A current tabulation of space for office, hotel and retail uses for which permits have been issued will be provided on all site plans and zoning permits for buildings submitted for the Property. The following uses shall not count against approved non-residential square footage: Community Center located in the TC-3 Land Bay and the mass transit station.

D. Land Use Plan.

1. Sheet 11 of the Concept Development Plan includes a Zoning Development Table which sets forth office, retail, commercial, hotel and residential uses permitted on the Property. Within Land Bays TC-1 and TC-2, the Owner reserves the right to transfer non-residential square footage as follows, however, at full build out, Land Bay TC-1 shall be developed at a minimum density of .5 FAR:

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 6

Land Bay TC-1	Initial Allowance Set Forth on Sheet 11 * Note: hotel may be located within either Land Bay TC- 1 or TC-2	Square Footage transferable to Land Bay TC-2	Non-transferable Square Footage to Remain In TC-1
	1,100,000 sf - office 175,000 sf hotel* 170,000 sf - retail	500,000 sf - office 175,000 sf - hotel 140,000 retail	600,000 sf - office 0 sf - hotel 30,000 sf - retail
Land Bay TC-2	Initial Allowance Set Forth on Sheet 11	Square Footage transferable to Land Bay TC-1	Non-transferable Square Footage to Remain In TC-2
	1,400,000 sf - office 175,000 sf hotel* 260,000 sf - retail	700,000 sf - office 175,000 sf - hotel 60,000 retail	700,000 sf - office 0 sf - hotel 200,000 retail

2. At least one hotel, as permitted in Land Bays TC-1 or TC-2 shall be a full service hotel. Full service is defined as follows:

- a. The hotel use shall include a minimum of 2,000 sf of dividable meeting space.
- b. The hotel use shall include a restaurant (open to the public and a minimum of 1,000 sf) unless there shall exist elsewhere in Land Bays TC-1 or TC-2 a restaurant of at least 4,000 sf, in which case no restaurant is required in the hotel.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 7

c. The hotel use shall include at least one of, but shall not be limited to, the following amenities or services:

- i) Exercise room with workout equipment.
- ii) Guest store or sales area(s) offering personal necessities and other items for sale.
- iii) Swimming pool.
- iv) Ballroom, in addition to meeting space identified in Proffer I.D.2.a above.

3. In Land Bay OP-1, notwithstanding the permitted square footage of 1,300,000, the Owners may not construct more than 775,000 square feet of permitted PD-OP uses unless at least 1.5 acres of forested area within Land Bay OP-1 is included in the Tree Conservation Area for the Property. Further, the Owner may not construct more than 875,000 square feet of permitted PD-OP uses unless at least 3 acres of forested area within Land Bay OP-1 is included in the Tree Conservation Area for the Property.

4. With the exception of GPIN 028-15-4517 located in Land Bay OP-2, all office buildings, including office buildings with ground floor retail, whether in the PD-OP or PD-TC zoning district, shall be constructed to a minimum of four (4) stories.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 8

5. Structured parking in Land Bays TC-1 and TC-2 shall be designed to minimize visual impact as a separate parking structure to the public realm and to be consistent with the Design Guidelines. Structured parking in Land Bays OP-1, OP-2 and OP-3 shall be designed to ensure that office structures are the most prominent structures along Route 28 Corridor, and shall be consistent with the Design Guidelines. It is understood that structured parking will be visible from the surrounding area.

6. Intentionally Deleted.

7. The Owners shall provide all utilities to the Property at no cost to the County or Loudoun Water.

E. Limitations and Requirements.

1. Within 120 days following: (i) the unappealable approval of this application by the Board of Supervisors, with no appeal then having been filed; or (ii) if an appeal is filed, the successful and unappealable resolution of any appeal upholding the approval of the rezoning, the Owners shall:

- a. Implement Proffer II.C.1 below.
- b. Implement Proffer II.G below.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 9

c. Implement Proffer IV.A.6.a below.

2. Prior to an Owner being able to obtain a zoning permit for the 1,000,000th square foot of non-residential use within the PD-TC and/or PD-OP zoned portions of the Property, the Owners shall:

a. Have the right to obtain up to 650 residential zoning permits for development of residential units on the Property as set forth herein, consistent with the limitations set for in this section, following the issuance of the zoning permit for the 1,000,000th square foot of non residential use within the PD-TC and/or PD-OP zoned portions of the Property, residential units in excess of 650 may be developed.

b. Implement Proffer II.C.2 below.

3. Notwithstanding the limitation on residential development contained in Proffer I.E.2.a, upon the issuance of a zoning permit for the 500,000th square foot of non-residential use within the PD-TC and/or PD-OP zoned portions of the Property, the Owners shall be permitted to develop any residential units permitted in the area identified on the Concept Development Plan as the "Town Center Core", provided such units are in buildings in which at least 60% of the ground floor frontage of such building is designed and constructed for non-residential uses. Any such residential units developed pursuant to this Proffer, i.e., in mixed use buildings shall

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 10

not count against the 650 units permitted in Proffer I.E.2.

4. Prior to the issuance of a zoning permit for the 1,000,000th square foot of non-residential development on the Property, the Owner shall implement proffer II.C.2 below.

5. Prior to the Owners being able to obtain a zoning permit for the 2,000,000th square foot of total non-residential uses within the PD-TC and/or PD-OP zoned portions of the Property, the Owners shall implement Proffer II.D.1 below.

II. TRANSPORTATION

A. Road Network.

1. Development of private streets shall be allowed pursuant to the Zoning Ordinance and Facilities Standards Manual Modifications set forth on Sheet 12 of the Concept Development Plan and on Exhibit B hereto.

2. The Owners shall be permitted to seek to have abandoned and convert all or a portion of Dulles Center Boulevard from its intersection with City Center Boulevard to its intersection with Atlantic Boulevard to a privately owned and maintained roadway and if abandoned and conveyed to the owners of the adjacent parcels at no cost to such owners, shall implement the Design Guidelines (as defined in Proffer VIII herein) for a Type A Street.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 11

Alternatively, if the County will not consent to the abandonment and permit the conversion of all or a portion of such portion of Dulles Center Boulevard to a private roadway, the Owners shall still be permitted to implement as many elements of a Type A Street as VDOT shall permit.

Proffer 23.D of ZMAP 1990-0014 shall not be enforced against the property that remains subject to the Existing DTC Proffer Statement. In the event the County does permit the conversion of all or a portion of Dulles Center Boulevard to a private roadway, upon such approval by the County, the County agrees to reconvey to the owners of the adjacent parcels the applicable portions of Dulles Center Boulevard that are to be converted to a private roadway at no cost to such owners. Any portion of Dulles Center Boulevard converted to a private roadway shall be maintained by the owners of the adjacent parcels unless the "Property Owners' Association" ("POA") (as defined in Proffer VII below) agrees to assume such obligation.

B. Pedestrian Network.

Subject to VDOT approval, the pedestrian network shown on Sheet 15 of the Concept Development Plan shall be provided within the existing right-of-way or on adjacent property owned by the Owners on a site plan by site plan basis. If outside of the right-of-way but within the Property, such trails shall be subject to a public access easement in favor of the County, maintained by the Owners upon whose property such trail is located, unless such obligation is assumed by the POA. All pedestrian trails and sidewalks, except for nature trails, shall be illuminated. Street lighting, where it illuminates sidewalks and trails, may be deemed to have

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 12

provided the required sidewalk and trail lighting. The Owners shall be responsible, at their expense, for obtaining the necessary easements for the portion of the pedestrian network located on MCPI 041-30-7841, 029-26-6467, 029-25-1669, 029-28-6005, 029-37-9903, 029-25-5374, 029-35-7178 and 029-28-6177 and for maintaining the same unless such maintenance is assumed by the owners of the parcels subject to such easements or the POA.

C. Route 28 Commuter Parking Lot.

1. Subject to the County agreeing to abandon Dulles Center Boulevard from Route 28 to Atlantic Boulevard and reconvey the same at no cost to the adjacent owners, in accordance with the timing requirements of paragraph I.E.1.a above, the Owners shall submit a site plan application to the County and diligently pursue approval for the construction of a commuter parking lot in Land Bay OP-1 (the "Route 28 Commuter Parking Lot"), with a minimum of 100 parking spaces and bicycle parking, generally in the location shown on Sheet 7 of the Concept Development Plan as the "Approximate Location of Route 28 Commuter Parking Lot" and grant to the County a public access easement over the same. The Owners will commence construction of the Route 28 Commuter Parking Lot within ninety (90) days of the approval of the above mentioned site plan application.

2. In accordance with the timing requirements of paragraph I.E.2.b, the Owners shall submit a site plan application to the County, and diligently pursue its approval, for

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 13

the construction of an expansion of the Route 28 Commuter Parking Lot (to add an additional 100 spaces and expand bicycle parking capacity) for a total of 200 parking spaces. The Owners shall receive a credit against its Capital Facilities Contribution (as defined herein) for the appraised value of the land and facilities associated with such additional 100 parking spaces and for the maintenance of the same based on a twenty (20) year maintenance budget reasonably agreed to by the County and the POA or other entity responsible for maintenance. The Owners will commence construction of the expanded Route 28 Commuter Parking Lot within ninety (90) days of the approval of the site plan application and shall grant to the County a public access easement over the same.

D. Mass Transit Facility and Additional Commuter Parking.

1. Mass Transit Facility: In accordance with the timing requirements of paragraph I.E.4., prior to the issuance of the zoning permit for the 2,000,000th square foot of non-residential development in the PD-TC and/or PD-OP zoned portions of the Property, the Owners shall submit all required applications, including the requisite Special Exception application, to the County and diligently pursue approval for the construction of a Mass Transit Facility in Land Bay TC-1 consistent with the parameters set forth in the Design Guidelines in the location shown on Sheet 10 as "Approximate Alternative Locations of the Mass Transit Facility and Commuter Parking Lot". The Owners shall provide all utilities including water, sewer, energy and telecommunications lines to the Mass Transit Facility. The Owners shall receive a credit against

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 14

its Capital Facilities Contribution for the appraised value of the land and facilities associated with such Mass Transit Facility (including any parking or commuter parking associated therewith) and for the maintenance of the same based on a twenty (20) year maintenance schedule agreed to by the County and the Owners or other entity responsible for such maintenance, including the POA if the POA agrees to assume such maintenance responsibility. The Owners will commence construction of the Mass Transit Facility, within one hundred eighty (180) days of approval of a site plan for the Mass Transit Facility and shall grant to the County a public access easement for such Mass Transit Facility.

2. Mass Transit Facility Features. The Mass Transit Facility shall contain the following features:

- a. Meeting space (a minimum of 400 sf) available for use by the public on a reservation only basis.
- b. A public restroom to be used by patrons of the Mass Transit Facility only.
- c. A dedicated area to purchase transit fares, if machines or facilities for purchase are provided by others.
- d. Interior waiting area.
- e. Access to wireless telecommunications service at no cost to user.
- f. Bicycle parking.

July 1, 2010

Page 15

3. Relocation of Parking from and/or Expansion of Route 28 Commuter Parking Lot. At the time of filing of the Special Exception application for construction of the Mass Transit Facility, the Owners shall elect either i) or ii) below:

i) No Mass Transit Facility Dedicated Parking Spaces: If no parking spaces are to be provided for exclusive use adjacent or near to the Mass Transit Facility, the Owners shall submit a site plan application to the County and diligently pursue approval for the construction of an expansion of the Route 28 Commuter Parking Lot by an additional 100 spaces (for a total of 300 parking spaces). The Owners shall receive a credit against its Capital Facilities Contribution for the appraised value of the land and facilities associated with the expansion of the Route 28 Commuter Parking Lot and for the maintenance of the same based on a twenty (20) year maintenance schedule reasonably agreed to by the County and the Owners, POA or other entity responsible for such maintenance.

ii) Mass Transit Facility Dedicated Parking Spaces: If parking spaces are to be provided for exclusive use adjacent or near to the Mass Transit Facility, then:

a) if 200 or more parking spaces, but less than 300 parking spaces, are proposed for exclusive use adjacent or near the Mass Transit Facility, the Route 28 Commuter Parking Lot will be retained.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 16

b) if a minimum of 300 parking spaces are proposed for exclusive use adjacent or near the Mass Transit Facility, the Route 28 Commuter Parking Lot, may be closed, at Owners' sole discretion, upon the opening of the Mass Transit Facility with such 300 parking spaces (and following any such closing, the County shall, as a condition of the Owner's obligation to construct the Mass Transit Facility, vacate the public access easement over any portion of the Route 28 Commuter Parking Lot that is no longer used for such purpose). The Mass Transit Facility shall continue to be owned by Owners, its successors or assigns, or the POA and maintenance of such facility(ies) shall be performed by the Owners, unless assumed by the POA. If the option set forth in this paragraph is elected then the Owner's Capital Facilities Credit shall be based only on the land and facilities associated with 200 of the 300 parking spaces since the Owners received a Capital Facilities Credit for expanding the land area and number of parking spaces from 100 to 200 spaces at the Route 28 Commuter Parking Lot pursuant to Proffer II.C.2.

4. Development of Structured Parking. The Owners expressly reserve the right from time to time to close all or a portion of any parking area provided as part of the Mass Transit Facility in order to incorporate such facilities into a structured parking facility(ies). The Owners shall provide alternative designated parking on a temporary basis in an amount equal to the number of spaces closed for use during construction of the parking structure. The temporary parking spaces may be located on or off the Property, but within Dulles Town Center being MCPI 029-25-1669, 029-37-6224, 029-47-1839, 029-45-5622, 041-40-8718, 041-30-7841, 029-

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 17

35-5034, 029-37-9903, 029-18-8057, 030-38-1965, 029-35-7178 and 029-28-6005 ("Dulles Town Center Project"), including those portions of Dulles Town Center not subject to these Proffers. The Owner's shall coordinate with the Office of Transportation Services in locating temporary parking, including provision of bicycle parking, consistent with zoning requirements.

E. Multi-Modal Transportation.

The Owners shall provide a total of ten (10) bicycle racks in locations within the Property reasonably deemed appropriate by Owners, for use by visitors and residents. Bicycle racks will be dispersed throughout the Property and installed on a site plan by site plan basis, prior to the occupancy permit for any use shown on such site plan. Each bicycle rack shall accommodate at least six (6) bikes. The Owners shall consult with the Office of Transportation Services regarding bicycle rack locations, and bicycle parking shall be provided at the Mass Transit Facility and at the Route 28 Commuter Lot and to serve all civic spaces described in Proffer IV.

F. Bus Shelters.

The Owners shall construct two (2) bus shelters on the Property in locations to be designated by the Office of Transportation Services ("OTS") or such other appropriate Loudoun County agency. OTS, or other appropriate Loudoun County agency, shall have the right to

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 18

request the desired location at any time from and after the issuance of an occupancy permit for the Five Hundred Thousand (500,000) square foot of non-residential space on the Property. Any bus shelter to be constructed shall be consistent with the County's minimum bus shelter design standards as of the date hereof.

G. Improvements to the Intersection of Route 7, City Center Boulevard and Countryside Boulevard.

In accordance with the timing requirements of paragraph I.E.1.b above, the Owners shall submit to VDOT for review and approval plans for the improvements to the intersection of Route 7, City Center Boulevard and Countryside Boulevard set forth on Exhibit D attached hereto. Construction of such improvements shall commence within ninety (90) days of: (i) VDOT approval; and (ii) the availability of necessary off-site construction and public access easements. The Owners shall have no obligation to acquire any necessary easements for the improvements set forth on Exhibit D. In addition, the Owners shall construct the off-site sidewalk on the east side of City Center Boulevard from Route 7 to Mirage Way as depicted on Sheet 15. Such off-site sidewalk shall be constructed simultaneously with the intersection improvements set forth in this Proffer II.G. The Owners shall be responsible, at their expense, for obtaining the necessary easements for the portion of the pedestrian network located on MCPI 029-28-6005 and for maintaining the same unless such maintenance is assumed by the owners of the parcels subject to such easements or the POA.

July 1, 2010

Page 19

H. Signalization.

The Owners will submit to VDOT a signal warrant analysis of each of the five intersections listed below at the request of the County provided that at the time of such request a parcel within the Property and immediately adjacent to such intersection has a pending site plan for new development. If VDOT determines that a signal is warranted at such intersection and approves such signal for installation, the Owners shall pay to the County the cost of such signal up to \$150,000 toward the construction of such warranted signal(s). If the County requests a warrant analysis for an intersection and VDOT determines that such signal is not warranted or is not approved for installation then the Owners shall be relieved from any responsibility for such signal.

The five intersections subject to this proffer are:

- Atlantic Boulevard and Century Boulevard
- Atlantic Boulevard and each of two points of access to Land Bay OP-1
- Dulles Center Boulevard and Majestic Drive
- Dulles Center Boulevard and Kent Drive

July 1, 2010

Page 20

III. CAPITAL FACILITIES CONTRIBUTIONS

The Owners shall pay to the County, at the time of the issuance of the zoning permit for each market rate multi-family residential unit on the Property, a one-time cash capital facilities contribution in the amount of Eighteen Thousand Nine Hundred and Four and No/100 Dollars (\$18,904.00) (the "Capital Facilities Contribution"). The Owners shall receive a credit against its Capital Facilities Contribution equal to the appraised value of any land and facilities dedicated, granted or conveyed in fee or by easement to the County (including, but not limited to, the expansion of the Route 28 Commuter Parking Lot, the Mass Transit Facility and additional commuter parking associated therewith and Vestals Gap Park II as described in Proffers II.C., II.D., and IV.A.6., respectively). The Capital Facilities Contribution shall be for use by the County to pay for capital facilities such as parks, schools, libraries, transportation improvements and other facilities that are located and/or constructed in the Sterling planning subarea as defined by the County's Comprehensive Plan.

IV. RECREATIONAL AMENITIES, CIVIC PARK SPACES AND TOWN GREEN

A. The Owners shall provide a combination of active and passive recreation parks on the Property as follows:

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 21

1. Civic Plaza. The Owners shall construct a Civic Plaza (the "Civic Plaza") within the area designated on the Concept Development Plan as "Town Center Core," fronting either on a Type A Road or a Type B Road, depending on the location of the Town Green set forth below. In the event the Town Green is located on a Type A Road, then in that event, the Civic Plaza may be constructed on either a Type A Road or a Type B Road. If the Town Green is constructed on a Type B Road, then the Civic Plaza must be constructed on a Type A Road. The Civic Plaza shall be a minimum of 10,000 square feet in size and shall be open to the public, subject to reasonable rules and regulations governing such use. The Civic Plaza is intended to function as a central gathering area for the Property. The Civic Plaza may include extensive hardscaping and shall be constructed or bonded for construction in conjunction with approval of the first site plan for any building abutting the Civic Plaza.

2. Community Center. The Owners shall construct a minimum of 8,000 square feet of Community Center space in Land Bay TC-3 (the "Recreation Facilities") as set forth below. The Recreation Facilities shall include: i) a minimum 2,500 square foot pool facility, (inclusive of pool, pool deck, storage area, office, picnic area and changing areas); and ii) a minimum 2,500 square foot clubhouse, which may include, among other things, a theater room, exercise area, game room or multi-purpose space. The Owners need not make available the Recreation Facilities to all residential dwelling units outside of Land Bay TC-3 provided that each residential unit outside of Land Bay TC-3 has access to a pool facility and access to a clubhouse meeting the above minimum criteria of 2,500 square feet each, located in TC-1, TC-2

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 22

or MCPI 029-37-9903 and within such clubhouse there is an exercise area. The Owners shall submit a site plan application to the County and diligently pursue approval for the construction of the Recreation Facilities no later than the issuance of the 400th residential zoning permit on the Property. Construction of the Community Center shall commence within 120 days of site plan approval.

3. Town Green. The Town Green, (as defined in Article VIII of the Zoning Ordinance), shall be located consistent with Section 4-808(D) of the Zoning Ordinance. The Town Green shall abut a Type A Road, if the Civic Plaza, above, is located on a Type B Road. If the Civic Plaza is located on a Type A Road, then in that event, the Town Green may be located on either a Type A Road or Type B Road. The Town Green shall be a minimum of 40,000 square feet in size and shall be open to the public, subject to reasonable rules and regulations governing such use. If not previously designed and constructed, the Owners shall designate the location of the Town Green prior to the issuance of a zoning permit for the 820,001st square foot of any non-residential use within Land Bays TC-1 and TC-2. The Town Green shall be included with the first site plan for any building abutting the Town Green. The hardscape portions of the Town Green that are between a building facade and the edge of building sidewalk shall be bonded as part of approval of the first site plan for the building adjacent to such portion of the Town Green, but need not be bonded or constructed prior to such time.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 23

4. Hadley's Park Amphitheater. Prior to the issuance of an occupancy permit for the 500,001st square foot of office space or the 820,001st square foot of any non-residential use, whichever is first in time, within Land Bays TC-1 and TC-2, the Owners shall cover the existing amphitheatre stage within Hadley's Park designated as "Approximate Location Covered Amphitheater, Accessory to Park," on Sheet 10 of the Concept Development Plan.

The design of such cover shall be consistent with the Dulles Town Center Design Guidelines (Exhibit C).

5. Maintenance of the Community Center, Town Green, Hadley's Park and Civic Plaza. The Community Center, Civic Plaza, Town Green and Hadley's Park shall be conveyed to (or subject to a use and maintenance easement in favor of) and maintained by the POA.

6. Vestals Gap Park II.

a. In accordance with the timing requirements of paragraph I.E.1.c above, the Owners shall, submit, and thereafter diligently pursue the subdivision of the 7.7 acre park depicted on Sheet 9 of the Concept Development Plan as Vestals Gap Park II (the "Park").

b. Within ninety (90) days following approval of such subdivision, the Owners shall dedicate the Park to the County, subject to receiving credit against its Capital Facilities Contribution for the appraised value of such land and the facilities constructed thereon.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 24

The Owner shall reserve the right to obtain desired easements for construction and maintenance of utilities. The Owners shall ensure that the site is generally free from trash and debris upon conveyance to the County and provide the County with a Phase I Environmental Site Assessment prior to the dedication of the Park to the County.

c. Upon request by the County, the Owners shall install interpretive markers noting the historical significance of Vestals Gap Road and a permeable trail in the location set forth on Sheet 9 of the Concept Development Plan. The location and content of all signage, including interpretive markers, shall be determined in consultation with the Department of Parks, Recreation and Community Services.

d. The Owners shall provide five (5) interim parking spaces within the Park or on the office lot adjacent to the Park (PIN 041-40-8718). The interim parking will be located within 500' of the Park Entrance depicted on Sheet 9 of the CDP with the exact location to be coordinated with the County, and may be provided as a gravel surface parking area to facilitate access to the Park until a permanent parking area is constructed. The interim parking shall be available at the time of dedication of the Park or as soon thereafter as permits can be obtained. Concurrent with construction of the office building portion of the Property abutting the Park on the south side and west of Century Boulevard (PIN 041-40-8718), the Owners shall provide a minimum of five (5) permanent parking spaces, entrance signage, and pedestrian access to the Park. The parking may be located on the office lot adjacent to the Park (PIN 041-40-8718), but shall be located within 500' of the Park Entrance depicted on sheet 9 of the CDP. A public access easement for any off-site parking shall be provided as well as public access

easement over a travelway to the Park Entrance if an off-site pedestrian travelway is needed to connect the parking area and the Park Entrance. Vehicular emergency access and maintenance access shall be provided to the Park from the adjacent property (PIN 041-40-8718). Removable bollards or other access control devices will be used to limit unauthorized vehicular access to the trail.

7. Stream Valley Plan.

a. Prior to the issuance of a zoning permit for any development in Land Bay TC-2, the Owners shall submit to the Department of Building and Development, a Re-vegetation Plan, for review as to its consistency with Stream Valley Plan shown on Sheet 18, to guide installation of plant material specified for Sections C, D, E and F as depicted on the Stream Valley Plan that is in substantial conformance with Sheet 18.

b. The Owners will commence installation of plantings required by the Re-vegetation Plan that has been determined by the County to be consistent with Sheet 18 and will remove construction debris from the location noted on Sheet 18 within one hundred twenty (120) days following confirmation that said Re-vegetation Plan is determined to be consistent with Sheet 18.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 26

c. The Owners reserve the right to construct the hardscape crossings of the Stream Valley Plan depicted on Sheet 18 of the Concept Development Plan at any time, consistent with Proffer IV.A.8, below.

8. Pedestrian Cap and Pedestrian Bridge. Prior to the issuance of an occupancy permit for the 500,001st square foot of office space or the 820,001st square foot of any non-residential use, whichever is first in time, within combined Land Bays TC-1 and TC-2, the Owners shall submit any required application for construction of the hardscape crossing designated as the "Pedestrian Cap" and depicted on Sheet 10 of the Concept Development Plan. The Pedestrian Cap will provide a pedestrian crossing over the perennial stream, not to exceed 250' in width, and be landscaped and designed to serve as a community gathering space. The Owners shall commence construction of the Pedestrian Cap within one hundred twenty (120) days of all required approvals.

In addition to the Pedestrian Cap, a Pedestrian Bridge, not to exceed 20' in width, shall be provided in a location between the Pedestrian Cap and Dulles Center Boulevard as an additional crossing of the perennial stream if allowed by the Army Corp of Engineers and the County. The Pedestrian Bridge will be designed to minimize impacts to existing tree cover. The Owners shall submit an application to construct such a bridge either: (i) concurrent with the site plan for the first building adjacent to or including the land area which includes the terminus of

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 27

the bridge in Land Bay TC-2; or (ii) prior to issuance of a zoning permit for the 1,000,000th square foot of non-residential development on the Property, whichever is later in time.

9. Public Safety Facility. Prior to the issuance of a zoning permit for the 500,001st square foot of office space or the 820,001st square foot of any non-residential use, whichever is first in time, within Land Bays TC-1 and TC-2, the Owners shall offer to lease in Land Bays TC-1 or TC-2, if requested by the County, at no cost to the County, a minimum of 800 square feet of enclosed space for the establishment of a public safety facility such as a Sheriff's substation. Such commitment to lease shall expire within ninety (90) days of the Owners' first offering to lease such space to the County unless the County indicates in writing its desire to have such space and executes a lease for such space within such ninety (90) day period.

V. OPEN SPACE EASEMENT CONTRIBUTION

The Owners shall pay to the County a one-time Open Space Easement Contribution ("OSE Contribution") in the amount of \$200,000. This OSE Contribution shall be paid at time of issuance of a zoning permit for the 500th residential dwelling unit on the Property for use by the County to pay for regional recreation facilities or open space easements in the Sterling planning sub area.

July 1, 2010

Page 28

VI. EMERGENCY SERVICES

A. Owner's Contribution (Residential).

At the time of the issuance of each market rate residential dwelling unit zoning permit, the Owners shall make a one time contribution of One Hundred Twenty Dollars (\$120.00), which shall be payable to the County, for equal distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, if one of the volunteer companies is no longer providing service to the Property at the time of issuance of zoning permits, this contribution obligation shall be reduced by one-half and shall only be provided to the remaining volunteer company. At such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions set forth in Section VI.A. shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as it is a primary provider of fire and rescue services to the Property.

July 1, 2010

Page 29

B. Owner's Contribution (Non-residential).

At the time of the issuance of each non-residential zoning permit, the Owners shall make a one time contribution of \$.05 per gross square foot of non-residential uses, which shall be payable to the County, for equal distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, if one of the volunteer companies is no longer providing service to the Property at the time of issuance of zoning permits, this contribution obligation shall be reduced by one-half and shall only be provided to the remaining volunteer company. At such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions set forth in Section VI.B. shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as it is a primary provider of fire and rescue services to the Property.

C. Emergency Vehicle Access.

The Owners shall provide all weather, gravel compacted access for emergency vehicles acceptable to the Fire Marshall to all portions of the Property under construction, no later than framing stage of construction.

July 1, 2010

Page 30

VII. OWNERS' ASSOCIATIONS

The Owners have previously incorporated the Dulles Town Center Owner's Association (the "POA") as the umbrella association for the Dulles Town Center project (Instrument Number: 20081224-0074249). All of the Property shall be subject to the POA and all owners of the parcels comprising the Property (or a sub association representing such parcel or parcels) shall be members of the POA. In addition to the POA, the Owners shall have the option to create additional owner's associations, sub-associations or condominium associations, which additional associations may perform all or any of the functions allocated to the POA herein. All references herein to the POA shall mean the existing POA or any subsequently formed association.

VIII. DESIGN GUIDELINES

In order to provide for the implementation of the design concepts included in the illustrative Sheets 13 and 14 of the Concept Development Plan, as it relates to the Property, the Owners shall incorporate the design and architectural guidelines attached hereto as Exhibit C, along with procedures for review of all development for consistency with said guidelines into the existing POA's documents and into the documents of any additional associations formed. The guidelines shall provide standards for private streets, streetscapes (including sidewalks and associated landscaping) and architecture that will ensure the development of a unified community. The development of the Property will be in general conformance with the quality

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 31

and character of the development set forth in the Design Guidelines while allowing for changes consistent with accepted changes in urban design techniques and high quality mixed use urban projects.

IX. ENVIRONMENT

A. Tree Conservation and Tree Protection.

1. The Owners shall establish tree save areas in the locations shown on Sheets 8, 9 and 10 of the Concept Development Plan as the "Tree Conservation Area" including those areas off-site of the Property depicted on Sheet 18, "Stream Valley Plan," as Sections C, D and E, as Tree Reforestation Area. Clearing in these areas shall be permitted, as allowed by the County, only for the construction of utilities, wetland mitigation, storm water management facilities, best management practices facilities, low impact design facilities, a pedestrian bridge in the location shown on Sheet 18, and trails as shown on the CDP and any such clearing shall be limited to the minimum area required for such construction.

2. All construction plans and profiles and site plan applications on the Property shall clearly define the limits of the Tree Conservation Area and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the Tree Conservation Area prior to commencing land-disturbing activities. The Owners reserve

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 32

the right to remove, in consultation with the County Urban Forester, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons.

3. If, during construction on the Property, it is determined by the Owners' certified arborist and the County Urban Forester that any otherwise healthy tree located within the boundaries of any of the Tree Conservation Areas described in this Proffer (and outside of the areas where clearing is permitted) has been damaged by the Owners during construction and as a direct consequence of the Owner's development activity will not survive, then the Owners shall remove each such tree and replace each such tree with two (2) 2 1/2 – 3 inch caliper native, non –invasive deciduous trees. The placement of replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area determined in consultation between the Owners and the County Urban Forester.

B. Tree Conservation Plan.

The Owners shall submit a Tree Conservation Plan prepared in accordance with Facilities Standards Manual standards for each site plan or construction plan and profiles application for development on parcels containing Tree Conservation Area. The final delineation of the Tree Conservation Areas shall be established with contiguous site plans and

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 33

construction plans and profiles. The owner shall also submit a Tree Conservation Plan for any Tree Conservation Area which may be established in Land Bay OP-1 pursuant to proffer I.D.3. For any off-site property to be subject to a Tree Conservation Area, a Tree Conservation Plan shall be submitted as part of the Stream Valley Plan, pursuant to Proffer IV.A.7.

C. Wetland Mitigation.

The Owners shall mitigate the wetland impacts associated with the development of the Property consistent with the policies and requirements of the U. S. Army Corps of Engineers and the Virginia Department of Environmental Quality.

D. Stormwater Management.

Storm water management shall be provided in accordance with the Loudoun County Facility Standards Manual in effect at the time of acceptance of the site plan and/or construction plans and profiles for any development on the Property. The Owners may construct a wet retention pond in the location of the existing stormwater management facility in the stream channel in Land Bay OP-2. If such improvement is provided, Water Quality Volume shall be credited as a BMP for new impervious areas within the Property.

E. Sustainable Development.

1. Construction Waste Management Prior to the approval of each zoning permit, the Owners shall provide the County with a Construction Waste Management Plan ('Plan') for the building associated with such permit for diverting from landfill disposal at least 50 percent of the construction debris generated by building construction on the Property. The Plan shall outline recycling and/or reuse of waste generated during construction. The Plan shall outline specific waste streams and identify the means by which waste will be managed (reused, reprocessed on-site, removed by licensed haulers for reuse/recycling or managed with similar solutions). The Plan must include letters from contracted haulers, reprocessors, and recyclers indicating that they are able to manage waste from construction on the Property, in accord with the Plan. The Owner shall use commercially reasonable efforts to implement the Plan throughout construction of the associated building.

2. WATER CONSERVATION For all residential development, the Owner shall provide that the following types of fixtures and/or building components used in the project (in dwelling units and common areas) shall have earned the U.S. EPA's Water Sense label, or a similar standard: toilets, and sink fixtures. The Owner shall include a statement to the County listing all Water Sense-qualified components to be installed in each unit with the application for the first residential certificate of occupancy.

July 1, 2010

Page 35

3. **ENERGY EFFICIENCY** For all residential development, all of the following appliances, fixtures, and/or building components used in the project shall have earned the U.S. EPA's Energy Star label, or similar standard: HVAC equipment, clothes washers, dishwashers, and refrigerators. The Owner shall include a statement to the County listing all Energy Star-qualified components to be installed in each unit with the application for the first residential certificate of occupancy.

For the residential lighting in the dwelling units, the Owners shall provide energy efficient fixtures that provide energy efficiency in lighting. For the commercial lighting in common areas which include lobbies, corridors, stairwells, common rooms, and fitness rooms, the Applicant shall provide energy efficient fixtures, that provide energy efficiency in lighting.

F. Noise Study.

For all residential uses in Land Bay TC-1, the Owners shall ensure that interior noise levels will not exceed an average sound level of 45dBA. The appropriate noise study conducted and certified by a licensed acoustical engineer shall be submitted concurrent with each residential site plan in Land Bay TC-1 to ensure that this interior noise standard is achieved.

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 36

X. BINDING EFFECTS

The Owners warrant that they own all interests in the Property; that they have full authority to bind the Property to these conditions; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; that the undersigned are fully authorized to sign these Proffers on behalf of the Owners; and that these Proffers are entered into voluntarily.

DTC PARTNERS, LLC
By: LERNER ENTERPRISES, LLC, its Manager

By: _____
Its: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of Lerner Enterprises, LLC, as Manager of DTC Partners, LLC, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 2010.

Notary Public

My Commission Expires: _____

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 37

DULLES TOWN CENTER MALL, LLC
By: LERNER ENTERPRISES, LLC,
Manager

By: _____
Its: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction,
personally appeared _____ as _____ of
Lerner Enterprises, LLC, as Manager of Dulles Town Center Mall, LLC, who acknowledged that
he executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of
_____, 2010.

Notary Public

My Commission Expires: _____

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 38

NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

By: _____
Its: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction,
personally appeared _____, as _____
of National Rural Utilities Cooperative Finance Corporation, who acknowledged that he
executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of
_____, 2010.

Notary Public

My Commission Expires: _____

DULLES TOWN CENTER
Proffer Statement
(ZMAP 2007-0001/SPEX 2008-0047/SPEX 2008-0048)

July 1, 2010

Page 39

LIST OF EXHIBITS

- Exhibit A:** Dulles Town Center Zoning Concept Plan Amendment, Zoning Map Amendment, Zoning Modifications and Special Exception Application Plan prepared by Dewberry dated January 17, 2007, last revised June 30, 2010.
- Exhibit B:** Zoning Ordinance and Facilities Standards Manual Modifications.
- Exhibit C:** Dulles Town Center Design Guidelines dated March, 2009 revised July, 2010.
- Exhibit D:** Route 7/City Center Boulevard Intersection Improvements.